

212:578

**Special Resolution passed at the Annual General Meeting of
SCi Entertainment Group plc on 7 February 2006**

"That the directors be and they are hereby empowered pursuant to section 95 of the Act for a period expiring on the earlier of 15 months from the date of the passing of this resolution or the conclusion of the next Annual General Meeting of the Company after the passing of this resolution to allot equity securities (as defined in section 94(2) of the Act), for cash, pursuant to the authority conferred by the ordinary resolution numbered 6 above, as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities where such securities have been offered (whether by open offer, rights issue or any other pre-emptive offer) to the holders of ordinary shares in proportion (as nearly as may be) to the respective number of equity securities held or deemed to be held by them, subject only to such exclusions or other arrangements as the directors deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirement of any regulatory body or stock exchange in any territory, or any other matter whatsoever; and
- (b) the allotment (otherwise than pursuant to subparagraph (a) of this resolution) of equity securities up to an aggregate amount of £173,596 (representing 5% of the issued share capital of the Company shown in the Annual Report and Accounts of the Company for the period ended 30 June 2005)."

